

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11

Check if this is an
amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for
Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name	<u>GK8 UK Limited</u>		
2. All other names debtor used in the last 8 years	<u>N/A</u>		
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)			
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
<u>Daniel Frisch 3 Street</u> Number Street		Number Street	
<u>Tel Aviv-Yafo, Israel</u> City State Zip Code		P.O. Box	
<u>6473104</u>		City State Zip Code	
Location of principal assets, if different from principal place of business			
County		Number Street	
		City State Zip Code	
5. Debtor's website (URL)	<u>https://www.gk8.io/</u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor

GK8 UK Limited

Name

Case number (if known)

7. Describe debtor's business**A. Check One:**

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**5239****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

Chapter 7
 Chapter 9
 Chapter 11. **Check all that apply:**

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

No District _____ When _____ MM/DD/YYYY Case number _____
 Yes. District _____ When _____ MM/DD/YYYY Case number _____

Debtor	GK8 UK Limited		Case number (if known)
	Name		

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?		<input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes. Debtor <u>See Rider 1</u>	Relationship	<u>Affiliate</u>
List all cases. If more than 1, attach a separate list.		District	<u>Southern District of New York</u>	When	<u>07/13/2022 & the date hereof</u>
		Case number, if known: <u>22-10964</u>			
		MM / DD / YYYY			

11. Why is the case filed in <i>this</i> district?	<i>Check all that apply:</i>
	<input type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
	<input checked="" type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	<input checked="" type="checkbox"/> No
	<input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
	Why does the property need immediate attention? (Check all that apply.)
	<input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
	What is the hazard? _____
	<input type="checkbox"/> It needs to be physically secured or protected from the weather.
	<input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
	<input type="checkbox"/> Other _____

Where is the property?	Number	Street
-------------------------------	--------	--------

City	State	Zip Code
------	-------	----------

Is the property insured?
<input type="checkbox"/> No
<input type="checkbox"/> Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds	<i>Check one:</i>												
	<input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors.												
	<input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.												
14. Estimated number of creditors (on a consolidated basis)	<table border="0"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 25,001-50,000</td> </tr> <tr> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 50,001-100,000</td> </tr> <tr> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input checked="" type="checkbox"/> More than 100,000</td> </tr> <tr> <td><input type="checkbox"/> 200-999</td> <td></td> <td></td> </tr> </table>	<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input checked="" type="checkbox"/> More than 100,000	<input type="checkbox"/> 200-999		
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<input type="checkbox"/> 200-999													

Debtor	GK8 UK Limited			Case number (if known)																								
Name																												
15. Estimated assets (on a consolidated basis) <table border="0"> <tr> <td><input type="checkbox"/></td> <td>\$0-\$50,000</td> <td><input checked="" type="checkbox"/></td> <td>\$1,000,001-\$10 million</td> <td><input type="checkbox"/></td> <td>\$500,000,001-\$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td>\$50,001-\$100,000</td> <td><input type="checkbox"/></td> <td>\$10,000,001-\$50 million</td> <td><input type="checkbox"/></td> <td>\$1,000,000,001-\$10 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td>\$100,001-\$500,000</td> <td><input type="checkbox"/></td> <td>\$50,000,001-\$100 million</td> <td><input type="checkbox"/></td> <td>\$10,000,000,001-\$50 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td>\$500,001-\$1 million</td> <td><input type="checkbox"/></td> <td>\$100,000,001-\$500 million</td> <td><input type="checkbox"/></td> <td>More than \$50 billion</td> </tr> </table>					<input type="checkbox"/>	\$0-\$50,000	<input checked="" type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion
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<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion																							
16. Estimated liabilities (on a consolidated basis) <table border="0"> <tr> <td><input type="checkbox"/></td> <td>\$0-\$50,000</td> <td><input type="checkbox"/></td> <td>\$1,000,001-\$10 million</td> <td><input type="checkbox"/></td> <td>\$500,000,001-\$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td>\$50,001-\$100,000</td> <td><input type="checkbox"/></td> <td>\$10,000,001-\$50 million</td> <td><input checked="" type="checkbox"/></td> <td>\$1,000,000,001-\$10 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td>\$100,001-\$500,000</td> <td><input type="checkbox"/></td> <td>\$50,000,001-\$100 million</td> <td><input type="checkbox"/></td> <td>\$10,000,000,001-\$50 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td>\$500,001-\$1 million</td> <td><input type="checkbox"/></td> <td>\$100,000,001-\$500 million</td> <td><input type="checkbox"/></td> <td>More than \$50 billion</td> </tr> </table>					<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input checked="" type="checkbox"/>	\$1,000,000,001-\$10 billion	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion
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Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/7/2022
MM/ DD / YYYY

/s/ Christopher Ferraro
Signature of authorized representative of debtor

Christopher Ferraro
Printed name

Title Director

18. Signature of attorney

/s/ Joshua A. Sussberg
Signature of attorney for debtor

Date 12/7/2022
MM/DD/YYYY

Joshua A. Sussberg

Printed name

Kirkland & Ellis LLP

Firm name

601 Lexington Avenue

Number Street

New York

City

(212) 446-4800

Contact phone

NY

State

10022

ZIP Code

joshua.sussberg@kirkland.com

Email address

4216453

Bar number

NY

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11

Check if this is an
amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On July 13, 2022, the Debtor's affiliates, Celsius Network LLC and 7 affiliated entities listed below (collectively, the "Celsius Network Debtors"), filed petitions in the United States Bankruptcy Court for the Southern District of New York (the "Court") for relief under chapter 11 of title 11 of the United States Code. The Celsius Network Debtors' cases are currently pending before the Court and are jointly administered under Case No. 22-10964 (MG).

Celsius Network LLC
Celsius KeyFi LLC
Celsius Lending LLC
Celsius Mining LLC
Celsius Network Inc.
Celsius Network Limited
Celsius Networks Lending LLC
Celsius US Holding LLC

On the date hereof, each of the entities listed below filed a petition in the Court for relief under chapter 11 of title 11 of the United States Code. The entities listed below seek to have their chapter 11 cases jointly administered with the Celsius Network Debtors' cases.

GK8 Ltd.
GK8 UK Limited
GK8 USA LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
GK8 UK LIMITED,) Case No. 22-_____ (_____
)
Debtor.)
)

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holder	Address of Equity Holder	Percentage of Equity Held
GK8 Ltd.	Daniel Frisch 3 Street, Tel Aviv, Israel	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
GK8 UK LIMITED,) Case No. 22-_____ (_____
)
Debtor.)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
GK8 Ltd.	100%

Fill in this information to identify the case:

United States Bankruptcy Court for the: Southern District of New York
Case number (if known):

Check if this is an amended
filing

Official Form 204¹

**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest
Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	ISRAEL INNOVATION AUTHORITY TECHNOLOGY PARK, DERECH AGUDAT SPORT HAPOEL 2 JERUSALEM, ISRAEL 95102	EMAIL - contactus@innovationisrael.org.il PHONE - 972-3-7157900	Trade Payable				\$ 63,200
2	DOIT INTERNATIONAL DAVID ELAZAR 12 TEL AVIV, ISRAEL	PHONE - 408-831-3500	Trade Payable				\$ 20,806
3	10BIS DERECH BEGIN 146 TEL AVIV, ISRAEL	EMAIL - info@10bis.co.il PHONE - 972-3-5630100	Trade Payable				\$ 10,742
4	KOST FORER GABBAY & KASIERER, A MEMBER OF ERNST & YOUNG GLOBAL 144 MENACHEM BEGIN RD, 6492102 TEL AVIV, ISRAEL	PHONE - 972-3-6232525	Professional Services				\$ 7,547
5	TECHEN DANIEL FRISCH 3 TEL AVIV, ISRAEL	PHONE - 972-3-6963707	Trade Payable				\$ 6,820
6	NIKI GA MANAGEMENT AND MAINTENANCE LTD 23 BAR KOCHVA BNEI BRAK, ISRAEL 5126002	EMAIL - info@niki-nikayon.com PHONE - 972-3-691979	Trade Payable				\$ 4,766
7	GUBERMAN CONSULTING YAD HARUTZIM 12 TEL AVIV, ISRAEL	EMAIL - info@Gberman.co.il PHONE - 972-3-5372237	Professional Services				\$ 4,604
8	NEOT AVIV IBN GABIROL 30 TEL AVIV, ISRAEL	EMAIL - office@keret.co.il PHONE - 6957455-3-972	Trade Payable				\$ 3,581
9	TEL AVIV MUNICIPALITY SHLOMO IBN GABIROL ST 69 TEL AVIV, ISRAEL	EMAIL - reinach_j@mail.tel-aviv.gov.il PHONE - 972-3-7253861	Taxes				\$ 3,103
10	XTRA MILE LTD. HATAMAR 75 NEVE YAMIN, ISRAEL 4492000	EMAIL - info@xtra-mile.co PHONE - 972 77-321-3100	Trade Payable				\$ 3,009
11	MICHAEL CIMO ADDRESS REDACTED	REDACTED	Employee Compensation				\$ 2,145
12	YEHUDA SHARFI SHLOMO IBN GABIROL 11 TEL AVIV - JAFFA , ISRAEL	PHONE - 972-52-2752187	Trade Payable				\$ 2,143
13	G. E. EHRLICH (1995) LTD. THE ROGOVIN-TIDHAR TOWER 15TH FLOOR 11 MENACHEM BEGIN ROAD RAMAT-GAN, ISRAEL 5268104	EMAIL - info@ipatent.co.il PHONE - 972-73-7919199 FAX -	Trade Payable				\$ 1,757
14	DANIEL IBRAHIM ADDRESS REDACTED	REDACTED	Employee Compensation				\$ 1,284
15	MOVILEI HOVALOT	REDACTED	Trade Payable				\$ 937
16	ERAN TROMER ADDRESS REDACTED	REDACTED	Contractor Payable				\$ 387
17	ELIE SIMON ADDRESS REDACTED	REDACTED	Contractor Payable				\$ 387
18	BLOCKDAEMON 105 WEST 7TH STREET LOS ANGELES, CA 90017	EMAIL - accounting@blockdaemon.com PHONE - 310-598-9993	Trade Payable				\$ 387
19	YHM TECHNOLOGY LTD DERECH BEGIN 132 TEL AVIV, ISRAEL	EMAIL - office@yhmtech.co.il	Trade Payable				\$ 286
20	SHUFERSAL 30 SHMOTKIN BENYAMIN STREET PO BOX 15103 RISHON LE-ZION, ISRAEL	PHONE - 972-3-956-8848	Trade Payable				\$ 194

¹ This list excludes creditors that may otherwise have been included herein on account of any potential Celsius Claims.

WRITTEN RESOLUTIONS
OF THE BOARD OF DIRECTORS
OF
GK8 UK LIMITED

(Company No. 14130893)

Dated as of December 6, 2022

The undersigned, comprising all of the members (the “Directors”) of the board of directors (the “Board”) of GK8 UK Limited (the “Company”), having carefully considered the matters set out below and having formed the opinion that the transactions contemplated hereunder are likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the matters referred to in section 172 of the Companies Act 2006 (“CA 2006”), HEREBY PASS THE FOLLOWING RESOLUTIONS AS WRITTEN RESOLUTIONS pursuant to the Company’s articles of association (the “Articles”) and agree that such resolutions shall, for all purposes, be valid and effective as if the same had been passed by the Board at a duly convened and held Board meeting. Such resolutions may be executed in one or more counterparts, each of which when executed shall be an original but all of the counterparts together constituting one and the same instrument. Capitalised terms used and not defined herein have the meaning given to them in the Articles.

1. NOTICE AND QUORUM

(a) By signing these resolutions, each director declares that in accordance with section 177 of CA 2006 and the Articles, the director has declared the nature and extent of the director’s interest (if any) in the proposed transactions or arrangements being considered herein, whether by way of declaration at a meeting of the directors, by way of declaration made by notice in writing sent to the other directors of the Company under section 184 of CA 2006 or otherwise.

2. BACKGROUND TO THE RESOLUTIONS

(a) The Company, GK8 Ltd., and GK8 USA LLC (collectively, the “GK8 Debtors”) have recommended to Celsius Network Limited that each be authorized to enter into that certain Asset Purchase Agreement and related documents (collectively, the “APA”) by and among the GK8 Debtors, as sellers, and Galaxy Digital Trading LLC, as purchaser, for the sale of substantially all of the GK8 Debtors’ assets (the “Sale”).

(b) In connection with the Sale, the GK8 Debtors have recommended that each be authorized to file for creditor protection pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in short order (the “Chapter 11 Proceedings”) and seek ancillary relief in Israel on behalf of the GK8 Debtors and certain affiliates

pursuant to the Insolvency and Economic Rehabilitation Act (2018) (Israel) (the “Recognition Proceedings”).

- (c) On December 6, 2022, the special committee of the board of Celsius Network Limited approved the filing of the Chapter 11 Proceedings and the Recognition Proceedings and the entry into the APA by each of the GK8 Debtors.
- (d) The purpose of these Resolutions is for the Board of the Company (having due regard to the Company’s financial position and their fiduciary duties) to resolve to approve the Sale and the commencement of the Chapter 11 Proceedings and the Recognition Proceedings.

3. **RESOLUTIONS**

IT WAS RESOLVED:

- (a) that, in the judgment of the Directors (having regard, among other matters, to the matters referred to in section 172 of the 2006 Act), the APA and the consummation of the Sale and all transactions contemplated thereby are in the best interests of the Company and its creditors, estates, and other parties in interest and the Company shall be, and hereby is, authorized to enter into the APA and consummate the Sale and all transactions contemplated thereby;
- (b) that any of the Chief Executive Officer, Chief Financial Officer, any Executive Vice President, General Counsel, and Secretary or any other duly appointed officer of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company the APA and to take any and all other action that they deem necessary or proper to obtain such relief;
- (c) that, in the judgment of the Directors (having regard, among other matters, to the matters referred to in section 172 of the 2006 Act), it is desirable and is most likely to promote the success of the Company for the benefit of their stakeholders, its creditors as a whole, and other parties in interest, that the Company shall be, and hereby is, authorized to file, or cause to be filed, the Chapter 11 Proceedings in the United States Bankruptcy Court for the Southern District of New York, the Recognition Proceedings in the District Court of Tel Aviv, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States or in Israel;
- (d) that any of the Authorised Signatories, acting alone or with one or more other Authorised Signatories be, and they hereby are, authorised, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all other action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business;
- (e) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland & Ellis”) as general bankruptcy counsel to represent and assist the Company in connection with the Chapter 11 Proceedings in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights

and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis;

- (f) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain the firm Alvarez & Marsal North America, LLC (“A&M”), as financial advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of A&M;
- (g) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain the firm Centerview Partners LLC (“Centerview”), as investment bankers to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorised and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Centerview;
- (h) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain the firm Latham & Watkins, LLP (“Latham”), as regulatory counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorised and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Latham;
- (i) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain the firm of Stretto, Inc. (“Stretto”) as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorised and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Stretto;
- (j) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain the firm FBC & Co. (“Fischer”), as Israeli counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including to represent and assist the Company in carrying its duties in the Recognition Proceedings, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorised and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Fischer;

- (k) that each of the Authorised Signatories be, and hereby is, authorised and directed to retain any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance each the Company's rights and obligations; and in connection therewith, each of the Authorised Signatories, with power of delegation, is hereby authorised and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;
- (l) that Christopher Ferraro be and is hereby authorized as foreign representative to commence and successfully prosecute the Recognition Proceedings, including by filing an application for recognition of the Chapter 11 Proceedings as foreign proceedings and recognition of any order in the Chapter 11 Proceedings approving the Sale, in each case under applicable foreign jurisdiction laws and regulations;
- (m) that each of the Authorised Signatories be, and hereby is, with power of delegation, authorised, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each such Authorised Signatory deems necessary, proper, or desirable in connection with the Chapter 11 Proceedings and the Recognition Proceedings, with a view to the successful prosecution of such cases;
- (n) that if any Document or related document agreed by an Authorised Signatory needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 of the 2006 Act;
- (o) that in addition to the specific authorisations heretofore conferred upon the Authorised Signatories, each of the Authorised Signatories (and their designees and delegates) be, and they hereby are, authorised and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorised Signatory's judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;
- (p) that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before the adoption of these Resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorised in advance by resolution of the Directors; and
- (q) that each of the Authorised Signatories (and their designees and delegates) be, and hereby is, authorised and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these Resolutions hereunder, as such Authorised Signatory shall deem necessary or desirable in such Authorised Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

4. **FILINGS**

It is resolved that any Director and/or the Company's solicitors be authorised to complete all necessary and appropriate entries in the books and registers of the Company and to arrange for the relevant resolutions and forms to be filed with the Registrar of Companies.

DocuSigned by:

Chris Ferraro

1315E92CCA0E408

Christopher Ferraro
Director

Fill in this information to identify the case and this filing:	
Debtor Name	GK8 UK Limited
United States Bankruptcy Court for the:	Southern District of New York
(State)	
Case number (If known):	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration [List of Equity Security Holders and Corporate Ownership Statement](#)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

12/7/2022

MM/ DD/YYYY

Is/ Christopher Ferraro

Signature of individual signing on behalf of debtor

Christopher Ferraro

Printed name

Director

Position or relationship to debtor